

LAWRENCE G. WASDEN
Attorney General

A. RENÉ MARTIN, I.S.B. #3188
Deputy Attorney General
State of Idaho
Department of Finance
P.O. Box 83720
Boise, Idaho 83720-0031
Telephone: (208) 332-8092
Facsimile: (208) 332-8099

IN THE DISTRICT COURT OF THE FOURTH JUDICIAL DISTRICT
OF THE STATE OF IDAHO, IN AND FOR ADA COUNTY

STATE OF IDAHO, DEPARTMENT OF
FINANCE, SECURITIES BUREAU,

Plaintiff,

vs.

ULTIMATE VENTURES, INC., a Canadian
corporation, and CAMERON KUIPERS,
president and director, in his official
and individual capacities,

Defendants.

ULTIMATE VENTURES, INC., a Canadian
corporation,

Third-Party Plaintiff,

vs.

K. BARTH WILLIAMS, as an individual and d/b/a)
ASSURANCE FINANCIAL and ASSURANCE)
FINANCIAL, INC., an Idaho corporation,)

Third-Party Defendants.)

Case No. CV OC 0309967D

**JUDGMENT AND
PERMANENT INJUNCTION**

K. BARTH WILLIAMS, as an individual and
d/b/a/ ASSURANCE FINANCIAL and
ASSURANCE FINANCIAL, INC., an Idaho
corporation,

Counterclaimants,

vs.

ULTIMATE VENTURES, INC., a Canadian
corporation,

Counterdefendant.

K. BARTH WILLIAMS and ASSURANCE
FINANCIAL, INC., an Idaho corporation,

Third-Party Plaintiff,

vs.

CAMERON KUIPERS, president and director of
Ultimate Ventures, Inc., individually and in his
official capacity,

Third-Party Defendant.

On April 28, 2005, this Court entered its “Findings of Fact and Conclusions of Law and Order Granting Plaintiff’s Motion for Summary Judgment” (“Decision”), in the above-captioned action.

Now, pursuant to such Decision, THE COURT HEREBY FINDS, as a matter of law, that Defendants Ultimate Ventures, Inc. (UVI) and Cameron Kuipers (Kuipers), collectively “Defendants,” violated Idaho Code § 30-1416 by offering or selling unregistered securities in Idaho;

THE COURT FURTHER FINDS, as a matter of law, that the Defendants violated Idaho Code § 30-1406(1) by transacting securities business in Idaho while not properly registered under the Idaho Securities Act;

THE COURT FURTHER FINDS, as a matter of law, that the Defendants committed securities fraud within the meaning of and in violation of Idaho Code § 30-1403(2) by misrepresenting and omitting material facts in connection with the offer or sale of a security;

THE COURT FURTHER FINDS, as a matter of law, that the Defendants committed securities fraud within the meaning of and in violation of Idaho Code § 30-1403(3) by engaging in acts, practices, and a course of business which operated or would operate as a fraud or deceit upon any person;

THE COURT FURTHER FINDS that all contracts entered into by Idaho investors with UVI for the exchange of their existing viatical interests for UVI preferred shares are VOID and UNENFORCEABLE, in that they are in violation of the Idaho Securities Act.

NOW, THEREFORE, the Court hereby ORDERS, ADJUDGES, AND DECREES as follows:

INJUNCTIVE RELIEF:

The Defendants are permanently enjoined from engaging in any acts, practices, courses of business, omissions and misrepresentations that would constitute violations of the Idaho Securities Act, Title 30, Chapter 14, Idaho Code, or any successor act ("the Act"), and in particular, that they be permanently enjoined from:

- (A) Selling or offering for sale nonexempt securities in any form in the state of Idaho until such time as the securities have been registered with the Idaho Department of Finance ("Department") in accordance with the Act;

- (B) Selling or offering for sale nonexempt securities in any form in the state of Idaho until such time as the Defendants have registered as broker-dealers or salesmen for a broker-dealer or issuer with the Department, in accordance with the Act;
- (C) While engaged in or in connection with the offer, sale or purchase of any security in the state of Idaho:
 - (1) Employing any device, scheme or artifice to defraud any investors or prospective investors;
 - (2) Making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;
 - (3) Engaging in any act, practice or course of business that operates or would operate as a fraud or deceit upon any person;
 - (4) Aiding, abetting, counseling, inducing or causing any other person to engage in any of the types of conduct described in paragraphs (C)(1), (C)(2), and (C)(3) above.

The Defendants are further prohibited from claiming the availability of, using, or offering or selling securities under any exemptions under the Act without receiving the prior written consent of the Director of the Idaho Department of Finance.

OTHER RELIEF:

The Defendants shall take all necessary steps to place the Idaho investors who engaged in exchanges of existing viatical interests for shares of UVI in their original position prior to such exchanges.

MONEY JUDGMENT:

The Department is hereby awarded a money judgment against Defendants UVI and Kuipers, jointly and severally, in the total amount of \$2,771,378.10, to include \$1,741,378.10 as restitution for Idaho investors injured by the Defendants' violations of the Idaho Securities Act, pursuant to Idaho Code § 30-1442(3)(a); and \$1,030,000 in penalties pursuant to Idaho Code § 30-1442(3)(b). Additionally, the Department is hereby awarded costs, to include reasonable attorney fees and reimbursement for its investigative efforts, pursuant to Idaho Code § 30-1442(3)(c).

DATED this 16 day of May, 2005.

RONALD J. WILPER

RONALD J. WILPER
District Judge

RULE 54(b) CERTIFICATE

With respect to the issues determined by the preceding judgment, IT IS HEREBY CERTIFIED, in accordance with Idaho Rule of Civil Procedure 54(b), that the Court has determined that such judgment resolves all claims asserted by the Plaintiff against the Defendants in this action, and that there is no just reason for the delay of the entry of a final judgment. Therefore, the Court hereby directs that the preceding judgment shall be a FINAL JUDGMENT upon which execution may issue and an appeal may be taken as provided in the Idaho Appellate Rules.

DATED this 16 day of May, 2005.

RONALD J. WILPER

RONALD J. WILPER
District Judge

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 17 day of May, 2005, I caused to be served a true and correct copy of the foregoing JUDGMENT AND PERMANENT INJUNCTION on the following by the designated means:

J. Walt Sinclair
Mark S. Geston
W. Christopher Pooser
STOEL RIVES LLP
101 S. Capitol Boulevard, Suite 1900
Boise, Idaho 83701

☒ U.S. mail, postage prepaid
☐ Certified mail
☐ Facsimile

Richard Riley
HAWLEY TROXELL ENNIS &
HAWLEY LLP
877 W. Main Street, Suite 1000
P.O. Box 1617
Boise, Idaho 83701-1617

☒ U.S. mail, postage prepaid
☐ Certified mail
☐ Facsimile

J. DAVID NAVARRO

INGA JOHNSON

SEAL